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Tarrant County Texas

Official Public Records

3/25/2010 8:55 AM

D210067617

~~AMENDMENT AND EXTENSION OF PAID UP OIL AND GAS LEASE~~

STATE OF TEXAS

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KNOW ALL MEN BY THESE PRESENTS:

COUNTY OF TARRANT

WHEREAS, Westport Ventures, LP, a Texas limited partnership, whose address is 9400 N. Central Expressway, Suite 7500, Dallas, Texas, 75231 ("Lessor") executed that certain Paid Up Oil And Gas Lease dated March 5, 2007 with Chesapeake Exploration, L.L.C., an Oklahoma limited liability company, successor by merger of Chesapeake Exploration Limited Partnership, a limited partnership, as Lessee, and which is recorded in document number D207151106 of the Official Records of Tarrant County, Texas, covering lands more specifically described therein (the "Lease"); and THEREAFTER Westport Ventures, LP, a Texas limited partnership, conveyed their mineral interest in that certain Mineral Deed, dated May 31st, 2007, to Bradford Development Company, Inc., a Delaware corporation (1%), Bradford Equity Company, L.P., a Texas limited partnership (39%), and PFP Westport, L.P., a Texas limited partnership (60%), and recorded in Instrument No. D207216488, Official Public Records, Tarrant County, Texas.

WHEREAS, Lessor and Lessee now desire to amend the Lease and extend the primary term of the Lease by an additional one (1) year as hereinafter set forth.

NOW, THEREFORE, for good and valuable consideration in hand paid to Lessor by Lessee, the receipt and sufficiency of which is hereby acknowledged, Lessor does hereby amend the Lease to read as follows:

"The primary term shall extend to March 5, 2011, and for as long thereafter as oil, gas or other minerals covered hereby are producing in paying quantities from the leased premises, or from land pooled therewith, or the Lease is otherwise maintained in effect pursuant to the provisions hereof."

It is understood and agreed by the parties hereto that the provisions hereof shall supersede any provisions to the contrary in the Lease. For adequate consideration, Lessor does hereby adopt, ratify and confirm the Lease, as amended hereby, and does hereby stipulate that the Lease remains in full force and effect. Insofar as is necessary, Lessor does hereby lease, let, and demise to Lessee the lands covered by the Lease, pursuant to the terms and provisions of the Lease, as of the Effective Date set forth herein.

The terms and provisions hereof shall be binding upon the parties hereto, their respective heirs, legatees, devisees, personal representatives, successors and assigns.

IN WITNESS WHEREOF, this instrument is hereby made effective as of the 28th day of December, 2009, regardless of the actual date of execution and acknowledgment by any or all of the parties constituting the Lessor herein.

LESSOR:

BRADFORD EQUITY COMPANY, L.P.,
a Texas limited partnership

By: BRADFORD ENTERPRISE COMPANY, INC.,
A Texas corporation
Its General Partner



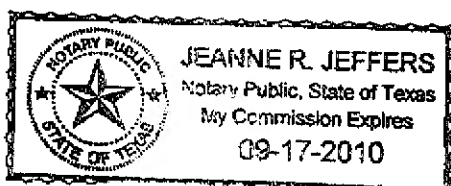
By: Kevin Santaularia, President

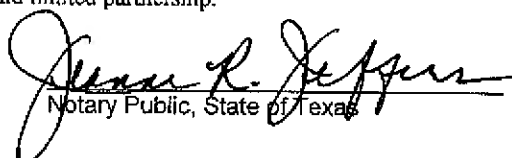
CORPORATE ACKNOWLEDGEMENT

THE STATE OF TEXAS
COUNTY OF DALLAS

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This instrument was acknowledged before me on this the 28th day of December, 2009, by Kevin Santaularia, President of BRADFORD ENTERPRISE COMPANY, INC., a Texas corporation, General Partner of BRADFORD EQUITY COMPANY, L.P., a Texas limited partnership, on behalf of said limited partnership.




Notary Public, State of Texas

LESSEE:

Chesapeake Exploration, L.L.C
an Oklahoma limited liability company

By: _____

Henry J. Hood, Senior Vice President – Land and Legal
& General Counsel of Chesapeake Exploration, L.L.C.

ghm
lw
ppp

STATE OF OKLAHOMA)

) ss

COUNTY OF OKLAHOMA)

Before me, the undersigned, a Notary Public in and for said County and State, on this 11 day of March, 2010, personally appeared Henry J. Hood, Senior Vice President – Land and Legal & General Counsel of Chesapeake Exploration, L.L.C., an Oklahoma limited liability, to me known to be the identical person who subscribed the name of the maker thereof to the foregoing instrument and acknowledged to me that he executed the same as his free and voluntary act and deed as the free and voluntary act and deed of such company, for the uses and purposes therein set forth.

Given under my hand and seal the day and year last above written.



Erin Clayton

Notary Public State of Oklahoma

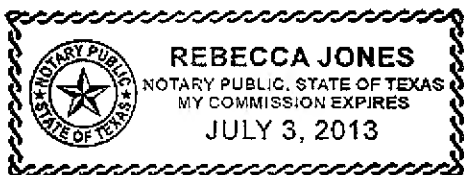
TOTAL E&P USA, INC.,
a Delaware corporation

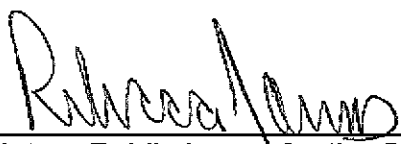
By:  *See*
Eric Bonnin, Vice President-
Business Development and Strategy

ACKNOWLEDGMENT

STATE OF TEXAS)
) §
COUNTY OF HARRIS)

The foregoing instrument was acknowledged before me this 19th day of March, 2010, by Eric Bonnin as Vice President – Business Development and Strategy of TOTAL E&P USA, INC., a Delaware corporation, as the act and deed and on behalf of such corporation.




Notary Public in and for the State of Texas